

FUTURE FINANCIAL SERVICES PRIVATE LIMITED

(Formerly known as Future Financial Services Limited)

An NBFC registered under RBI Act, 1934 - No. B-09-00311

CIN No : U65910KA1996PTC077857

NOTICE TO MEMBERS

Notice is hereby given that the 19th Annual General Meeting of the members of Future Financial Services Private Limited will be held on Monday, 28th September 2015 at 10:00 AM at the registered office of the company at 17/1, GRA Tower, Ambalipura Main Road, Off Sarjapur Road, Agara Post, Bengaluru to transact the following business:

AS ORDINARY BUSINESS:

Item No. 1: Adoption of Audited Financials for the year ended 31st March 2015

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015, and the Reports of the Directors and Auditors thereon.

Item No. 2: Appointment of Statutory Auditors and fix their remuneration

To appoint Statutory Auditors to hold office from the conclusion of the ensuing Annual General Meeting until the conclusion of the Twenty Second Annual General Meeting, fix their remuneration and to pass the following resolution thereof.

“**RESOLVED THAT** pursuant to the provisions of section 139,142 and other applicable provisions, if any, of the Companies Act 2013, read with Companies(Audit and Auditors) Rules, 2014,(including any statutory modifications or re-enactment thereof, for the time being in force),M/S Walker, Chandiok & Co LLP, Chartered Accountants, Bangalore, Firm Registration No 001076N, be and are hereby appointed as Statutory Auditors of the company, from the conclusion of this Annual General Meeting until the conclusion of the 22nd Annual general Meeting of the Company to be held in year 2018 (subject to ratification by the shareholders annually)on such remuneration as may be determined by the Board of Directors or the Audit Committee constituted by Board of Directors.”

AS SPECIAL BUSINESS:

Item No 3: ISSUE OF NON-CONVERTIBLE DEBENTURES THROUGH PRIVATE PLACEMENT

To consider and if thought fit to pass with or without modification(s), the following resolution as a Special Resolution:

RESOLVED THAT subject to the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the consent of the members be and is hereby accorded to the Board of Directors of the Company to raise funds for its general corporate purposes by way of issuance of non-convertible debentures, in one or more series/tranches on such terms and conditions as may be determined by the Board



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of Directors provided that the aggregate amount of non-convertible debentures offered/proposed to be offered shall not exceed 200,00,00,000/- (Rupees Two Hundred Crores Only) for the period of one year from the date of this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolution.”

Item No 4 : APPROVAL TO ENTER INTO RELATED PARTY TRANSACTION

To consider and if thought fit to pass with or without modification(s) the following Resolution as special resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any of the Companies Act, 2013, (including any statutory modifications or re-enactments thereof, for the time being in force) and Rules made thereunder, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company, for entering into related party transactions with Related Party as set out in explanatory statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT to give effect to this resolution Ms. Mansi Sharma, Company Secretary or any of Director except the interest Director or any committee thereof be and is hereby authorized to settle any question, difficulty, or doubt that may arise with regard to giving effect to the above Resolution and to do all acts, deeds, things as may be necessary, proper desirable and to finalize any documents and writings related thereto.”

Item no.5 TO APPROVE BORROWING LIMITS OF THE COMPANY

To consider and if thought fit to pass with or without modification(s) the following resolution as special resolution:

“RESOLVED THAT in supersession of the earlier resolution passed by Members of the Company on 28th March 2014 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 or any amendment or modifications thereof, approval of the members be and is hereby accorded to Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this resolution) for borrowing from time to time such sum or sums as they may deem appropriate for the purposes of the company from financial institutions, non-banking finance companies, co-operative banks, investment institutions, banks, mutual funds, and other bodies corporate in Indian Rupees or equivalent thereof in any foreign currency(ies), whether by way of advances, loans, issue of debentures/bonds and/or other instruments, any sum of moneys on

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such terms and conditions and with or without security as the Board of Directors may think fit which, together with the money already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate for the time being of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the outstanding amount of money/moneys so borrowed by the Board of Directors shall not at any time exceed the limit of Rs. 1250 Crore .

FURTHER RESOLVED THAT the authority of the Board to determine the terms and conditions of any borrowings as provided for in the preceding resolution may be delegated by the Board to such other persons/Committee as the Board may deem fit, and subject to such restrictions as the Board may deem fit.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

**By order of the Board of Directors
For Future Financial Services Private Limited**

Date: 01st Sept 2015

Place: Bangalore

Mansi Sharma

**(Mansi Sharma)
Company Secretary
ACS:28636**



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NOTES:

1. A member entitled to attend and vote in the above meeting is entitled to appoint one or more proxies to attend and on a poll, to vote instead of himself and proxy need not be a member.
2. Proxies in order to be effective should be lodged with the Company at the Registered Office of the Company at least 48 hours before the commencement of the meeting.
3. Members / Proxies should bring the duly filled Attendance Slip at the General Meeting. Corporate Members are requested to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
4. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, However, a member holding more than ten percent of the total share capital may appoint a single person as proxy, who shall not act as a proxy for any other member.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
7. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
8. All the documents including the Memorandum and Articles of Association depicting the proposed changes referred to in the accompanying Notice and Explanatory Statement are open for inspection between 10.00 a.m. to 12.00 noon on all working days except Saturdays, Sundays and public holidays at the Registered Office of the Company.



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9. All the documents including Explanatory Statement are open for inspection between 10.00 a.m. to 12.00 noon on all working days except Saturdays, Sundays and public holidays at the Registered Office of the Company.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No 3:

As per Section 42 of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to Non-convertible Debentures ("NCDs") on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a Special Resolution. Such an approval by way of special resolution can be obtained once a year for all the offers and invitations made for such NCDs during the year.

NCDs issued on private placement basis are a significant source of borrowings for the Company. The borrowings of the Company by way of NCDs as on date aggregate approximately Rs 200,00,00,000 (Rs Two Hundred crores only).

The approval of the Members is being sought by way of a Special Resolution under Sections 42 of the Act read with the Rules made there under, to enable the Company to offer or invite subscriptions for NCDs on a private placement basis, in one or more tranches, whether secured or unsecured, during the period of one year from the date of passing of the Resolution, up to an aggregate amount of Rs Two Hundred Crores, within the overall borrowing limits of the Company, as approved by the Members from time to time.

The Directors recommend the Resolution at Item No. 3 of the accompanying Notice, for the approval of the Members of the Company.

None of the Directors, Managers and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution at Item No. 3.

For Item No.4

Pursuant to the provisions of Section 188 read with Rule 15 of Chapter XII of the Companies Act, 2013, the approval of members is required by way of Special Resolution for availing or rendering of any services directly or through appointment of agents exceeding ten percent of the net worth as mentioned in clause (d) and clause (e) of sub-section (1) of Section 188.

The Company is availing Consultancy services for the Central Management Company, India Finserve Advisors Private Limited (IFAPL), and Fellow Subsidiary of the Company and paying consultancy fee which may exceed 10% of the net worth of the Company. The approval of members is sought for payment of consultancy fee to IFAPL as per the details herein below for Financial Year 2015-16.

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Further the Company shall be undertaking CSR activities through Fincare Community Development Foundation, a Section 8 company incorporated in the group, where Mr. Dasarathareddy G is the common Director.

Name of the Party	Nature of Interest/Relationship	Nature of Transaction	Value of estimated transaction per annum
India Finserve Advisors Private Limited	Fellow Subsidiary	Availing consultancy services	Rs. 8.00 Crore
Fincare Community Development Foundation	Mr. Dasarathareddy G - Common Director	Undertaking CSR activities through Fincare Community	Rs. 12 Lakhs

The Directors recommend the Resolution at Item No. 4 of the accompanying Notice, for the approval of the Members of the Company.

Item No 5:

As per the provisions of Section 180(1) (c) of the Companies Act 2013, the Board of Directors of the Company shall not, except with the consent of Company in General Meeting accorded by way of special resolution borrow in excess of the aggregate of the paid up capital of the Company and its free reserves apart from temporary loans, obtained or to be obtained from its bankers in the ordinary course of business. As per the limits approved by the Company on 28th March 2014 the total amount of money/moneys so borrowed by the Board of Directors shall not at any time exceed the limit of Rs. 1250 Core (Rupees One Thousand Two Hundred and Fifty Crore only).

In view of loans satisfied/closed in normal course and new loans availed by the Company, your Directors have proposed that the Outstanding amount of money borrowed by the Company at any point of time shall not at any time exceed the limit of Rs. 1250 Core (Rupees One Thousand Two Hundred and Fifty Crore only).

In view of the above, your Directors have proposed the necessary resolution for the approval of members of the Company under section 180(1) (c) of the Companies Act, 2013.

Your Directors, therefore, recommend passing of the proposed Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the proposed Special Resolution.



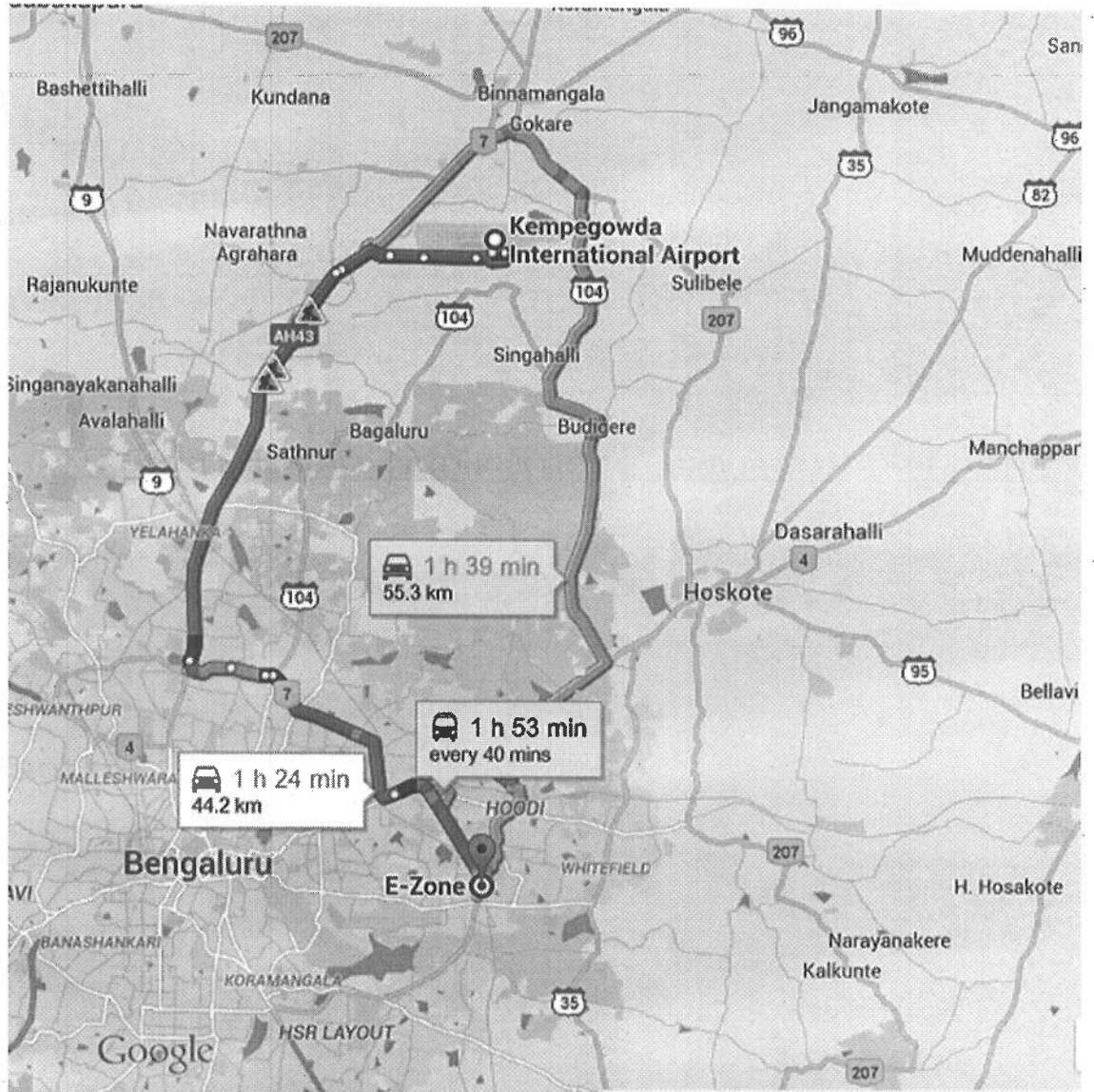
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ROUTE MAP FROM KEMPEGOWDA INTERNATIONAL AIRPORT TO VENUE OF THE MEETING



NOTE:

Prominent Landmark of the company is EZONE Building , Marathahalli and opposite Hotel Park Plaza.



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ATTENDANCE SLIP

19TH ANNUAL GENERAL MEETING OF MEMBERS HELD ON MONDAY, 28TH SEPTEMBER 2015 AT 10:00 AM AT THE REGISTERED OFFICE OF THE COMPANY AT 17/1, GRA TOWER, AMBALIPURA MAIN ROAD, OFF SARJAPUR ROAD, AGARA POST , BENGALURU

Regd. Folio No	
DP ID	
Client ID/Ben. A/C	
No. of shares held	

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 19th Annual General Meeting of Members held on Monday, 28th September 2015 at 10:00 AM at the registered office of the company at 17/1, GRA Tower, Ambalipura Main Road, Off Sarjapur Road, Agara Post , Bengaluru

Member's/Proxy's name in Block Letters	
Member's/Proxy's Signature Note:	

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

